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#### DECLARATION AND POWER OF ATTORNEY

As a below named inventor(s), I declare that:

My residence, post office address and citizenship are as stated below next to my name; that I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention or design entitled LARGE-SCALE SUPPLY CHAIN PLANNING SYSTEM AND METHOD, the specification which is attached hereto; that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above; and that I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56.

I hereby claim U.S. provisional application or foreign priority benefits under 35 U.S.C. § 119 of any U.S. provisional applications or any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application(s) for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior U.S. Provisional or Foreign Application(s)					
			Priority Claimed		
Number	Country	Day/Month/Year Filed	Yes	No	
60/296,742	U.S.	Jun 8, 2001	X		

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application(s) in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

Application Serial Number	Date Filed	_Status
NT/ A		

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### I hereby appoint:

_		
	Jerry W. Mills	Reg. No. 23,005
	Robert M. Chiaviello	Reg. No. 32,461
	Ann C. Livingston	Reg. No. 32,479
	Kevin J. Meek	Reg. No. 33,738
	Scott F. Partridge	Reg. No. 28,142
	Harold E. Meier	Reg. No. 22,428
	Thomas R. Nesbitt, Jr.	Reg. No. 22,075
	James J. Maune	Reg. No. 26,946
	Charles S. Fish	Reg. No. 35,870
	Thomas R. Felger	Reg. No. 28,842
	T. Murray Smith	Reg. No. 30,222
	Richard J. Moura	Reg. No. 34,883
	James B. Arpin	Reg. No. 33,470
	Jay B. Johnson	Reg. No. 38,193
	Barton E. Showalter	Reg. No. 38,302
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Patent A	agents:	D N 44.656

Brian A. Dietzel

all of the firm of Baker Botts L.L.P., my attorneys/agents with full power of substitution and revocation, to prosecute this application and to transact all business in the United States

Reg. No. 44,656

#### Page 3

Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities.

Send Correspondence To: Baker Botts L.L.P. 2001 Ross Avenue, Suite 600 Dallas, Texas 75201-2980

Direct Telephone Calls To: Christopher W Kennerly at (214) 953-6812 Atty. Docket No. 020431.0947

I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these d

statements were made with the knowledge that wi	llful false statements and the like so made			
are punishable by fine or imprisonment, or both, un	nder Section 1001 of Title 18 of the United			
States Code, and that such willful false statements may jeopardize the validity of the				
application or any patent issuing thereon.				
Full name of the first inventor	Thomas (nmi) Burkhardt			
Inventor's signature	Thea Bullwell			
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# DECLARATION AND POWER OF ATTORNEY

## Page 4

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noomgost noomge